

**BYLAWS OF THE PEARL DISTRICT NEIGHBORHOOD ASSOCIATION
2013 Update**

ARTICLE I: NAME

The name of this organization shall be the Pearl District Neighborhood Association.

ARTICLE II: ORGANIZATION

Section 2.1. Purpose.

The Pearl District Neighborhood Association is hereby organized as a non-profit organization in accordance with its articles of incorporation heretofore adopted and filed. The object of this organization shall be:

- A. To provide a facility for education, research and an exchange of information for citizens within the Pearl District so they may relate to their total environment.
- B. To broaden channels of communication between the residents and businesses within the Pearl District and the City Officials in matters affecting neighborhood livability.
- C. To assist in furthering activities and developments which will raise the level of the residential, commercial and industrial activity consistent with the interests of the Portland citizenry and sound economic practices.
- D. To move forward neighborhood supported city council approved plans and documents pertaining to the Pearl District.

Section 2.2. Organization.

This corporation is organized as a public benefit corporation.

Section 2.3 ONI Standards

The Pearl District Neighborhood Association Board and Committees will abide by the Office Of Neighborhood Involvement Standards and Open Meetings Law for Neighborhood Associations.

ARTICLE III: BOUNDARIES

Section 3.1. Boundaries.

The boundaries of the Pearl District Neighborhood Association shall be West Burnside on the South, the I-405 Freeway on the West, the Willamette River on the North and the western half of NW Broadway Street to the East.

ARTICLE IV: MEMBERSHIP

Section 4.1. Eligibility.

Any individual 18 or older who resides, owns property, owns a business, is the designated employee representative of a business or the designated representative of a nonprofit organization within the areas described in Article 3 shall be eligible for membership in the Association.

Section 4.2. Application.

Any eligible individual may become a member by submitting an application to the Association setting forth the individual's name, address, and the basis of eligibility for membership.

Section 4.3. Non-Discrimination

No one shall be discriminated from participation in the Association because of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation.

Section 4.4. Voting.

Any member shall be entitled to vote at the Annual Meeting attended by such member.

Section 4.5. Membership Meetings.

- A. Annual Meeting. The annual meeting of the membership shall be held in October of each year on a date to be fixed by the Board of Directors. The president in coordination with the executive committee shall set the agenda for the meeting. The primary purpose of the annual meeting is to elect the board of directors.
- B. Notices. Notification shall be by mail, posted notices, telephone calls, e-mail, notices in newspapers of general circulation or by any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to all members.
- C. Special Meetings. Special meetings of the membership may be called by the president of the Association, or a majority of the directors. Notification shall be by mail, posted notices, telephone calls, e-mail, notices in newspapers of general circulation or by any other appropriate means of communication apt to reach a majority of the members. Notification shall require at least five days notice to all members. The president and/or the parties calling the special meeting shall set the agenda for the meeting.
- D. Quorum for voting. No annual meeting shall be held unless a quorum is in attendance. A quorum shall be 20 members. If a quorum is not in attendance at an annual meeting, the annual meeting shall be rescheduled by the president on a date not more than 60 days following the original date. The meeting shall be rescheduled again per the previous procedure if a quorum is not subsequently achieved until a quorum occurs.
- E. All meetings shall be held within the boundaries of the Pearl District.

Section 4.6. Financial Support.

There are no dues or membership fees. Voluntary contributions will be accepted. Activities to raise funds shall be authorized by the Board. No fundraising or contribution seeking can be done without Board Authority.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1. General Powers.

The Board shall be responsible for all business coming before the neighborhood association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting. The Board of Directors may create committees for any appropriate purpose. All members of the Board shall be members of the Association.

Section 5.2. Elections of Directors.

A nominating committee shall be appointed by the Board of Directors at least sixty days prior to the annual meeting. The Vice-President shall chair the committee. The Committee shall be composed of a minimum of 3 members. The Nominating Committee shall identify Candidates for the board and ensure that the candidates satisfy the requirements for election. Candidates shall submit a written bio to the nomination committee. The nominating committee chair will communicate the list of nominees for publication. . If there are insufficient potential nominations for the minimum number of directors before the election, the Board shall find candidates for the list. All nominees shall be listed in the newsletter or other publication of general circulation prior to the meeting. The Board of Directors shall be elected at the annual meeting with each attending member voting on all vacancies.

Section 5.3. Composition and Term.

- A. The Board of Directors shall be composed of not fewer than seven nor more than 20 members. All officers of the Board shall be directors of the Board.
- B. Directors shall serve a term of two years with no term limits. Half of the member's terms will expire in odd numbered years and half in even numbered years.
- C. Each Director must serve on at least one committee and meet the attendance requirements of that committee.
- D. Directors Emeritus. Directors Emeritus shall be those selected by the Board of Directors for their extraordinary service to the Pearl District Neighborhood Association and the Pearl District. Director Emeritus is an honorary position and carries no voting rights or responsibilities.

Section 5.4. Vacancies.

- A. Resignation. Any director may resign at any time by written notice to the Association's Board of Directors, president or secretary.
- B. Removal. The seat of any Board member with three consecutive unexcused absences from Board meetings may be declared vacant by the Board of Directors, notice of such intent having been given after the second absence.
- C. Vacancies. Board of Directors seats vacated for any reason may be filled for the remainder of the term by a vote of the majority of the Board.

Section 5.5. Regular Meetings.

Regular meetings of the Board of Directors shall be held monthly. The president in coordination with the Executive Committee shall set the agenda.

Section 5.6. Special Board Meetings.

Special meetings of the Board of Directors may be called by the president or a vote of the majority of the Executive Committee. A special meeting shall not be called unless a matter must be decided prior to the next regular Board meeting.

Section 5.7. Notice of Meetings.

Notification of regular meetings shall be by mail, posted notices, telephone calls, e-mail, notices in newspapers of general circulation or by any other appropriate means of communication apt to reach a majority of the members of the Association and shall require seven days advance notice to all members. Notification of special meetings shall be by mail, telephone calls, e-mail, or by any other appropriate means of communication apt to reach a majority of the Board members. Notification of special meetings shall require as much notice as possible but no less than 24 hours notice to all Board members.

Section 5.8. Quorum.

A majority of the Board members shall constitute a quorum for all meetings of the Board.

Section 5.9. Manner of Acting.

The act of the majority of Board members present shall be the act of the Board of Directors, unless the vote of a greater number is required by these bylaws.

Section 5.10. Presumption of Assent.

A Board member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention is entered in the minutes of the meeting. The right to dissent shall not apply to a member who voted in favor of an action.

Section 5.11. Qualified Directors.

The members of the Board of Directors shall be considered “qualified directors” in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director’s duties as established by the Board of Directors.

Section 5.12. Personal Liability.

The personal liability of a director or uncompensated officer of this public benefit corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law provided the director or officer is acting on authorized activities of the Board.

Section 5.13. Conflict of Interest.

- a. A Director must disclose any conflict of interest before discussion on a transaction.
- b. A Conflict of Interest transaction is a transaction with the corporation in which a Director of the corporation has a direct or indirect interest. A Director has a direct interest in the transaction if the Director stands to benefit personally by the transaction. A Director has an indirect interest in a transaction if another entity in which the Director has a material interest or of which the Director is a Director, officer or trustee is a party to the transaction.
- c. The Director with the direct or indirect conflict of interest shall abstain from voting on the transaction.
- d. The PDNA requires all board members and officers to abide by the following policy, to be signed annually:

The standard of behavior of the PDNA is that all staff, volunteers, officers and board members scrupulously avoid any conflict of interest between the interests of the PDNA on one hand, and personal, professional and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are: to protect the integrity of the PDNA's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members.

In the course of meetings of activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

ARTICLE VI: OFFICERS

Section 6.1. Officers.

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. In addition to their duties below, the officers are responsible for carrying out the financial controls policy per the appendix. Any member of the Board shall be eligible to become an officer.

Section 6.2. Elections.

Following the election of the Board of Directors at the Annual Meeting, the Officers will be elected by the Board of Directors. Officers will be elected for one-year terms. The Nomination Committee will create and present the slate of officers.

Section 6.3. President.

The President of the Association shall preside at all meetings of the Board of Directors, the Executive Committee and membership. The president shall sign with the secretary or any other proper officer of the Association any contracts or other instruments that the Board of Directors or membership has authorized to be executed, unless the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association or shall be required by laws to be otherwise signed. The President shall be the chief executive officer of the PDNA and shall have the general supervision and control of the business of the PDNA subject to limitations prescribed in these bylaws or by the Board of Directors. The President shall be the primary spokesperson of the PDNA, and he/she shall communicate to the community, and other interested parties, the public aims, goals and actions of the PDNA. The president convenes the Board. The president does not vote except to break a tie. The president shall perform such other duties as may be prescribed by the Board of Directors and the membership and may serve as a voting member of all committees. It is the responsibility of the president to notify the vice president if he/she is going to be absent or unable to perform his/her duties.

Section 6.4. Vice President.

In absence of the president or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be prescribed by the president or the Board of Directors.

Section 6.5. Secretary.

The secretary shall keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The secretary shall perform all other duties

incidental to the office of secretary and such duties as may be prescribed by the president or the Board of Directors.

Section 6.6. Treasurer.

The treasurer shall keep the books of account of the Association and shall, in general, perform all duties incidental to the office of the treasurer. The treasurer shall prepare a calendar year income statement and balance sheet for review by the membership at its annual meeting and prepare such statements monthly for review by the Board of Directors at the Board's regular meetings. The treasurer shall perform such other duties as may be prescribed by the president or the Board of Directors. See Appendix for Financial Controls Policies and Procedures.

Section 6.7. Resignation and Removal.

An officer may resign at any time by giving written notice to the Board of Directors. Officers may be removed with cause by a vote of two-thirds of all members of the Board of Directors. Vacancies in any office shall be filled by the majority vote of the current Board of Directors.

ARTICLE VII: COMMITTEES

Section 7.1. Executive Status for Committees.

Executive status as defined in Section 65.354 of Chapter 69-1989 edition of the Oregon Non-Profit Corporations Statute as exercising the authority of the Board of Directors.

The Board of Directors of the Pearl District Neighborhood will grant executive status to committees under the following guidelines:

- A. Each member of a committee with executive status shall at all times be a member in the Pearl District Neighborhood Association.
- B. A committee will not be granted executive status unless it operates under specific guidelines approved by the Pearl District Neighborhood Association.
- C. Any action outside the approved guidelines will be null and void.
- D. Any decision of a committee with executive status must be reviewed by the Pearl District Neighborhood Association Board at the next regular meeting. Such decision may be reversed in full, reversed in part or remanded back to the original committee by a majority vote of the Pearl District Neighborhood Association Board.
- E. Any decision of a committee with executive status may be appealed to the Pearl District Neighborhood Association Board of Directors for rehearing by any interested person or entity whose rights have been affected by a decision.

Section 7.1.1 Executive Committee

Executive Status has been granted to the Executive Committee

- A. The membership of the executive committee is comprised of the elected officers and the committee chairs. A quorum is half of the current membership of the committee.
- B. The President is the Chair of the Executive Committee.
- C. The purpose of the Executive Committee is to manage the affairs of the Board on all issues requiring action or response between board meetings.

Section 7.1.2 Planning and Transportation Committee

Executive status has been granted to the Planning & Transportation Committee.

- A. Voting Membership in the Planning Committee shall require a declaration of intent to join followed by attendance at six meetings and attendance at a Planning Seminar conducted by the Planning & Transportation Chair.
- B. The purpose of the Planning and Transportation committee is to render decisions concerning all land use and transportation issues affecting the Pearl.
- C. Unexcused absences by a voting member from meetings over a consecutive six meeting period will remove membership.
- D. Each voting committee member must at all times be eligible for membership under Article IV.
- E. All Committee members must abide by Section 5:13 Conflict of Interest.

Section 7.2. Standing Committees.

Standing committees may be created or terminated at any time by the Board of Directors. Standing Committees shall be chaired by a Board member, who is appointed by the President. Chairs of Committees may be terminated by a majority vote of the board of directors. Standing committees shall conduct their business according to the following rules:

- A. Each committee shall be composed of a minimum of three (3) members. Committee members shall be appointed or removed by the Board of Directors with at least one member of the Board on each committee. Potential Candidates must attend two meetings, be nominated by the Committee Chair, and be appointed by the Board. Each voting committee member must at all times be eligible for membership under Article IV. Committee members may be removed by a majority vote of the Board of Directors. The Board of Directors shall not be required to fill a committee if there is insufficient interest among the membership. Unexcused absences by a voting member from meetings over a three meeting period over a six month period will remove membership.
- B. Each committee shall present a current list of its full membership at the first meeting of the Board of Directors in the month of December of each year.
- C. Each committee shall conduct its business in public.
- D. The chairs of the committees must be approved by the Board of Directors.
- E. The chairs of non-executive committees shall present a report of committee approved recommendations for board approval.
- F. The time, date and place of each committee meeting shall be published as in section 4.5b.

- G. Minutes shall be taken at each meeting and, in a timely manner, printed copies shall circulated at a Board meeting, or electronic copies may be circulated by e-mail or posted to the PDNA website.
- H. With the exception of the Executive Committees, no committee or committee member shall undertake any plan of action, implement any program, or represent or take a position on behalf of the PDNA without prior approval of the Board of Directors. Committees and committee members may carry on day-to-day activities that have been granted prior approval by the Board. Letters written on PDNA letterhead, or testimony or other public statements delivered on behalf of the PDNA must receive Board approval before delivery. If a board meeting is not scheduled in time to approve such materials, the President may authorize delivery of the letter, testimony, or public statement if the content is deemed to be consistent with a Board-approved work plan. This requirement shall not prevent the President, or other officers or board members with specifically delegated authority, from discussing policy positions adopted by the Board of Directors.
- I. The President, in consultation with the Executive Committee of the Board, shall have the authority to halt temporarily the actions of a committee or committee member which he/she judges to be outside the authority granted by the Board; the matter will then be referred to the full Board at its next meeting.

Section 7.3. Ad-Hoc Committees.

Ad-Hoc committees may be appointed by the president of the Board of Directors consistent with the means and purposes of the Association. Ad-Hoc Committees shall terminate upon completion of their project or resolution of applicable issue. Any recommended action of the Ad-Hoc Committee shall be presented to the Board of Directors for approval.

ARTICLE VIII: DUTIES, RESPONSIBILITIES, & CODE OF CONDUCT

Section 8.1 Code of conduct

- A. There is an expectation that all committee chairs, board members, and committee members shall be respectful of their fellow members and other volunteers. The entire organization is made of volunteers and they should be treated with civility.
- B. Committee chairs, board members, and committee members may not engage in obscene gestures, shouting, profanity, or other disruptive behavior.

Section 8.2 Duties & Responsibilities

- A. Directors and committee members are required to comply with the duties, responsibilities, expressed and implied under ORS 65.
- B. Duty of Due Care: There is a duty to act in due care and observe the formalities of the Association.
- C. Duty of Loyalty: There is a duty of loyalty, which means that individuals must place the Association's interests above their own. The Duty of Loyalty includes a prohibition using

one's standing with the Association in areas other than approved organizational business: A member does not relinquish his/her right to participate in public policy matters as an individual, but when doing so must clearly declare that he/she is speaking as an individual, not on behalf of the Association. This includes the use of titles or affiliation in correspondence when presenting a personal point of view or business other than that of the Association.

- D. Once a policy or action is set by the board, Committee Chairs, Board Members, and Committee members are obliged to represent that policy or action. They may not substitute their dissenting point of view when acting as a representative of the Association.

Section 8.3 Disciplinary Actions

Disciplinary actions shall be assessed for violations of the duties, responsibilities, or code of conduct by a committee chair, board member, or committee member. The executive committee, acting as the disciplinary committee, will discuss any violations and prepare a formal written statement. Any executive committee member who is being assessed for a potential disciplinary action will have a conflict of interest and will recuse themselves from the meeting. The written statement will be given to the person in question via a face-to-face meeting. If the person refuses a meeting, the statement will be given via email.

There are three levels of penalties:

- A. A first violation will result in a warning.
- B. A second violation will result in a suspension for a month from all neighborhood association activities and responsibilities.
- C. A third violation will result in expulsion from the organization for a year at which time they may appeal to the board for reinstatement. A vote of 2/3 of the board is necessary for reinstatement.

ARTICLE IX: GRIEVANCE

Section 9.1. Filing.

Any grievance against the Association must be filed in writing and delivered to the Pearl District Neighborhood Association at the Neighbors West/Northwest Coalition Office.

Section 9.2. Procedure.

Any grievance must be submitted to the PDNA by the grievant within forty-five (45) business days of the alleged incident. The grievance must be reviewed by the PDNA and responded to within sixty (60) calendar days from receipt of the grievance. The Executive Committee of the Board of Directors shall initially review any grievance filed against the PDNA to determine whether the filed grievance is actually a grievance. A grievance must include an alleged material violation of these bylaws, or an alleged material violation of the Standards for

Neighborhood Associations, District Coalitions, Business District Associations, and the Office of Neighborhood Involvement, as adopted by the Portland City Council, and as such may be amended from time to time (the "ONI Standards"). If the Executive Committee determines that the filed grievance is indeed a grievance, then it shall report its findings and recommendations to the Board of Directors at its next regularly scheduled meeting. If the Board of Directors concurs that the grievance is a grievance, the President will call a special meeting of the Board of Directors to resolve the grievance. A person or persons filing the grievance will be given at least 14 days written notice of the time and place of the meeting.

Section 9.3. Resolution.

The person or persons filing the grievance may present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance and any member of the Board of Directors may ask a reasonable number of questions of each witness. The president of the Board of Directors shall, at his/her discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the secretary shall record the result. Except as stated above, Robert's Rules of Order, Revised, shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final, subject only to the appeal procedures set forth in the ONI Standards.

Section 9.4. Mediation.

Prior to any hearing on any grievance against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

ARTICLE X: AMENDMENTS

Section 10.1. Articles of Incorporation.

Amendments to the articles of incorporation shall be made as follows: The Board of Directors shall adopt a resolution setting forth the proposed amendment, which shall then be submitted to a vote at an annual or special meeting of the members of the Association. The proposed amendment shall be made available to each member entitled to vote at such meeting, within the times and manner prescribed by ORS Chapter 65. The proposed amendment shall be adopted only by a two-thirds vote of the members present at the meeting.

Section 10.2. Bylaws.

The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 11.1. Parliamentary Authority

The proceedings of the Association shall be governed by Roberts Rules of Order, Revised, except where those rules conflict with the provisions of these bylaws.